

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kiewiet Sean</u>  (Last) (First) (Middle) C/O PRIORITY TECHNOLOGY HOLDINGS, INC. 2001 WESTSIDE PARKWAY, SUITE 155  (Street) ALPHARETTA GA 30004  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Priority Technology Holdings, Inc. [ PRTH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2020		S <sup>(1)</sup>		200	D	\$2.22	2,261,459	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		200	D	\$2.25	2,261,259	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		1,268	D	\$2.265	2,259,991	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		307	D	\$2.27	2,259,684	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		11	D	\$2.275	2,259,673	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		157	D	\$2.28	2,259,516	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		135	D	\$2.29	2,259,381	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		22	D	\$2.295	2,259,359	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		500	D	\$2.305	2,258,859	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		100	D	\$2.31	2,258,759	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		32	D	\$2.315	2,258,727	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		166	D	\$2.32	2,258,561	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		159	D	\$2.325	2,258,402	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		200	D	\$2.34	2,258,202	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		124	D	\$2.35	2,258,078	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		4	D	\$2.36	2,258,074	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		400	D	\$2.44	2,257,674	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		200	D	\$2.45	2,257,474	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		300	D	\$2.68	2,257,174	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		600	D	\$2.685	2,256,574	D	
Common Stock	06/29/2020		S <sup>(1)</sup>		562	D	\$2.69	2,256,012	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-trading plan adopted by the reporting person.

**Remarks:**

/s/ Sean Kiewiet

07/01/2020

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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